

STATE OF WISCONSIN

CIRCUIT COURT
BRANCH 3

MANITOWOC COUNTY

STATE OF WISCONSIN
123 West Washington Avenue
Madison, Wisconsin, 53702

Plaintiff,

v.

Case No. 01-CV-000018

ROCKWELL LIME COMPANY
a foreign corporation
270 Maplewood Road
Riverside, Illinois, 60546

Defendant.

NOTICE OF ENTRY OF JUDGMENT

TO: Steven P. Means
Michael Best & Friedrich
One South Pinckney Street, Suite 600
Post Office Box 1806
Madison, WI 53701-1806

PLEASE TAKE NOTICE that on the 6th day of September, 2001, judgment was duly entered in the above-entitled action in the office of the Clerk of Circuit Court for Manitowoc County, Wisconsin, in favor of the plaintiff and against the defendant, a copy of said Judgment being attached hereto and incorporated by reference.

RECEIVED

OCT 23 2001

AIR ENFORCEMENT BRANCH,
U.S. EPA, REGION 5

55 071 00025

KEY 051

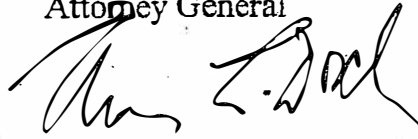
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NER

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11-2-01
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Dated this 10th day of September, 2001.

JAMES E. DOYLE
Attorney General

A handwritten signature in black ink, appearing to read 'Thomas L. Dosch', written over the printed name.

THOMAS L. DOSCH
Assistant Attorney General
State Bar No. 1017026

Attorneys for Plaintiff

Wisconsin Department of Justice
Post Office Box 7857
Madison, Wisconsin 53707-7857
(608) 266-0770

STATE OF WISCONSIN

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MANITOWOC COUNTY

STATE OF WISCONSIN
123 West Washington Avenue
Madison, Wisconsin 53702,

Plaintiff,

v.

Case No. 01-CV-000018

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ROCKWELL LIME COMPANY
a foreign corporation
270 Maplewood Road
Riverside, Illinois 60546,

Defendant.

STIPULATION AND ORDER FOR JUDGMENT

STIPULATION

WHEREAS, the plaintiff State of Wisconsin, at the request of the Wisconsin Department of Natural Resources (DNR), has prosecuted a civil complaint in this matter against the defendant, Rockwell Lime Company, in which it is charged with past violations of certain air pollution control laws at its quicklime and hydrated lime manufacturing facility located at 4110 Rockwood Road, Manitowoc, Manitowoc County, Wisconsin;

WHEREAS, the DNR has been duly authorized or otherwise approved by the United States Environmental Protection Agency to implement and enforce the provisions of the Clean Air Act, 42 U.S.C. 7401, *et seq.*, relevant to this Stipulation; and

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WHEREAS, the parties desire and intend to resolve the pending litigation by stipulation;

NOW, THEREFORE, the parties enter into this stipulation and hereby agree as follows:

1. The parties to this stipulation are the State of Wisconsin and Rockwell Lime Company (hereinafter, "Rockwell").

2. The court has jurisdiction over the parties and the subject matter of this action.

3. Except as between the parties hereto, nothing contained in this stipulation and judgment shall be construed as an admission in any other administrative or judicial proceeding now pending or hereafter commenced.

4. This stipulation and judgment as approved by the court shall apply to and be binding on the parties and on the successors and assigns of the parties. No change in ownership or corporate or partnership status shall in any way alter the responsibilities of the defendant under this settlement or the release of defendant's liability.

5. Rockwell promises and agrees to pay forfeitures of \$74,500 for the violations alleged in the amended complaint pursuant to Wis. Stat. § 285.87(1), a 23% penalty assessment of \$17,135.00 pursuant to Wis. Stat. § 757.05, a 10% environmental assessment of \$7,450.00 pursuant to Wis. Stat. § 299.93, \$25 in court costs pursuant to Wis. Stat. § 814.63(1), a 1% jail assessment of \$745.00 pursuant to Wis. Stat. § 302.46(1), and a \$5 crime lab and drug assessment pursuant to Wis. Stat. § 165.755, and shall reimburse the plaintiff State of Wisconsin \$184.00 for its case filing fees for a total payment of \$100,044.00. Because of Rockwell's current financial and cash-flow situation, its payment

of the foregoing may be made in three installments, as follows: \$33,164.00, shall be sent to the clerk of court and \$184.00 shall be sent to counsel for the plaintiff within sixty (60) days from the date of service of the notice of entry of judgment; \$33,348.00 shall be sent to the clerk of court within thirteen (13) months from the date of service of the notice of entry of judgment; and \$33,348.00 shall be sent to the clerk of court within twenty-five (25) months from the date of service of the notice of entry of judgment. Rockwell shall provide the plaintiff with proof of all payments made to the clerk of court. Every payment to the clerk of court shall be accompanied by a description of the case name and case number of this case.

6. Compliance by Rockwell with its obligations under paragraph 5 of this Stipulation and Order for Judgment shall constitute full compromise, settlement and satisfaction of all of Rockwell's (including its predecessors, successors, and all current and former officers, directors, employees, trustees, and agents) civil, administrative and criminal liability for:

- a. The violations alleged in the amended complaint;
- b. Any additional particulate matter emission limitations violations pertaining to kiln number 2 or the Corson pressure hydrator at Rockwell's Manitowoc County facility which may have occurred prior to the date the plaintiff executes this stipulation; and

- c. Any failure, between 1982 and the present, to obtain state air pollution control permits for the initial construction and subsequent operation of the Corson pressure hydrator at Rockwell's Manitowoc County facility, or for its modification after 1982, as these alleged violations are described in the DNR's August 25, 1999 "Air Compliance Inspection Summary" and the DNR's April 17, 2000 memorandum from James Crawford to Judy Doelger.

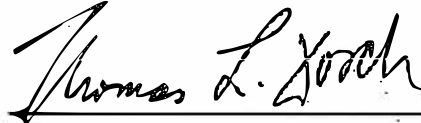
Nothing in this Stipulation shall affect, satisfy or release Rockwell's liability to the plaintiff or the DNR, if any, arising out of any other disputed regulatory matter, including but not limited to Rockwell's liability for payment of an air emission inventory fee for the year 2000.

7. The Court shall retain jurisdiction to enforce the terms of this Stipulation and Order for Judgment.

8. Judgment incorporating the terms of this stipulation may be entered without further notice to any party.

Dated this 31st day of August, 2001.

JAMES E. DOYLE
Attorney General

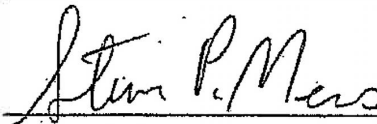


THOMAS L. DOSCH
Assistant Attorney General
State Bar No. 1017026
Attorneys for Plaintiff
State of Wisconsin

Wisconsin Department of Justice
Post Office Box 7857
Madison, Wisconsin 53707-7857
(608) 266-0770

Dated this 30th day of August, 2001.

MICHAEL BEST & FRIEDRICH, LLP



Steven P. Means
State Bar No. 1011355
Linda Bochert
State Bar No. 1015962
Attorneys for Defendant
Rockwell Lime Company

Michael Best & Friedrich
One South Pinckney Street
Post Office Box 1806
Madison, Wisconsin 53701-1806
(608) 257-3501

ORDER FOR JUDGMENT

This matter came before the court on the stipulation for entry of judgment entered into by the plaintiff, by counsel, and the defendant, by its counsel. The court hereby accepts the foregoing stipulation of the parties, and orders that judgment be entered accordingly, pursuant to the terms of the stipulation, which are to be incorporated into the judgment in their entirety.

Dated this 6 day of Sept., 2001.

BY THE COURT:

15/
Hon. Fred H. Hazlewood
Circuit Court Judge, Branch 3

STATE OF WISCONSIN

CIRCUIT COURT
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JUDGMENT

Based upon the amended complaint filed in this action and the Stipulation of the parties, the plaintiff, State of Wisconsin, appearing by James E. Doyle, Attorney General, and Thomas L. Dosch, Assistant Attorney General, and the defendant, Rockwell Lime Company, appearing by Steven P. Means and Linda Bochert and Michael Best & Friedrich, it is hereby

ADJUDGED:

1. That the plaintiff, State of Wisconsin, is a sovereign state of the United States of America, with its principal offices at the State Capitol in Madison, Wisconsin.
2. That the defendant Rockwell Lime Company (Rockwell) is a foreign corporation, incorporated under the laws of the State of Illinois, with its principal offices

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located at 270 Maplewood Road, Riverside, Illinois. Rockwell owns and operates a dolomitic limestone quarry and a facility for the production of sized-limestone, quicklime and hydrated lime at 4110 Rockwood Road, Manitowoc, Manitowoc County, Wisconsin.

3. That the Stipulation is incorporated herein by reference and made the order of this court.

4. That this court has continuing jurisdiction to enforce the terms of the Stipulation and this Judgment, violations of which may be punishable as a contempt of court pursuant to Wis. Stat. ch. 785.

Dated this 6th day of Sept, 2001.

BY THE COURT:

151
Hon. Fred H. Hazlewood
Circuit Court Judge, Branch 3